



# ***GREEN LAKE COUNTY***

*571 County Road A, Green Lake, WI 54941*

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**Original Post Date: 06/09/2017**

**Amended\* Post Date:**

**The following documents are included in the packet for the Economic Development Corporation Committee on June 15, 2017:**

- 1) Agenda
- 2) Draft minutes from the 04/07/2017 and 05/12/2017
- 3) Resolution Relating to Adoption of EDC Bylaws
- 4) GLCVB Advertising Report



**GREEN LAKE COUNTY  
ECONOMIC DEVELOPMENT CORPORATION**

Office: 920-294-4005

Fax: 920-294-4009

**GREEN LAKE COUNTY  
ECONOMIC DEVELOPMENT CORPORATION  
MEETING NOTICE**

**June 15, 2017**

**8:30AM**

**Green Lake County Government Center  
Conference Room #1106  
571 County Road A, Green Lake, WI 54941**

**\*Amended AGENDA**

1. Call to Order
2. Certification of Open Meeting Law
3. Pledge of Allegiance
4. Approval of Agenda
5. Minutes – 04/07/2017 and 05/12/2017
6. Correspondence
7. Public Comment (3 min limit)
8. Appearances:
  - Julie Oleson, Executive Director of Juneau County Housing Authority – Community Development Block Grant (CDBG) Presentation
9. \*Appointments to Board of Directors
10. Resolutions
  - Resolution Relating to Amending EDC Bylaws
11. GLCVB Advertising Report
12. Treasurer's Report
13. TREDC Report
14. Committee Discussion
  - Future Meeting Date & Agenda items:
15. Adjourn

Sincerely,  
Elizabeth Otto  
Secretary/Treasurer

Please note: Meeting area is accessible to the physically disabled. Anyone planning to attend who needs visual or audio assistance should contact Elizabeth Otto, 294-4005, not later than 4 PM on the day before the meeting.

**ECONOMIC DEVELOPMENT CORPORATION**  
**April 7, 2017**

The meeting of the Green Lake County Economic Development Corporation Board of Directors was called to order by Scott Sommers at 8:30 AM on Friday, April 7, 2017, Green Lake County Government Center, Conference Room, 571 County Road A, Green Lake, WI. The requirements of the open meeting laws were certified as being met. The Pledge of Allegiance was recited.

Present:	Liz Otto	Mary Lou Neubauer	Scott Sommers
	Harley Reabe	Roger Field	Liane Walsh
	Phil Baranowski	Cathy Schmit	Lindsey Kemnitz
	David Abendroth		

Also present: Jay Dampier and Tony Daley

**APPROVAL OF AGENDA**

*Motion/second (Field/Abendroth)* to approve the agenda. All ayes. Motion carried.

**MINUTES**

*Motion/second (Baranowski/Field)* to approve the minutes of January 27, 2017 and February 13, 2017. All ayes. Motion carried.

**CORRESPONDENCE** – None

**PUBLIC COMMENT** (3 minute limit) - None

**GLCVB ADVERTISING REPORT**

Liane Walsh summarized the Green Lake County Visitors Bureau advertising report. She stated that the analytics report is a breakdown of the Facebook hits generated by the website. All chamber directors are administrators and can post events if they wish. The committee asked if there is a way to show further information on the demographics.

**TREASURER'S REPORT**

County Clerk Liz Otto gave an update on EDC checking account. The current balance is \$12,617.49 with no checks written on the account this year and \$1.56 in interest earned for 2017.

*Motion/second (Field/Walsh)* to approve the treasurer's report. All ayes. Motion carried.

**TREDC REPORT**

County Board Chair Harley Reabe gave a report of recent activities that he is aware of. One revolving loan has been paid off so there are funds available. Discussion held.

**HOUSING GRANT REPORT**

County Clerk Liz Otto reported that as of March 31, 2017 the housing grant checking account has a balance of \$91,974.03. We have received two payoffs so far this year in the amount of \$21,917.00. Discussion held. Otto will contact a representative to schedule an informational presentation for the June meeting.

**WISCONSIN RURAL PARTNERS RURAL SUMMIT FUNDING**

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Harley Reabe stated that TREDc will sponsor himself and Cathy Schmit to attend the Wisconsin Rural Partners summit in Green Lake at the Heidel House in Green Lake on April 19-20. Mary Lou Neubauer and Lindsey Kemnitz stated they will also be attending. *Motion/second (Abendroth/Baranowski)* to pay the cost of attendance for Liane Walsh. All ayes. Motion carried.

**Future Meeting Dates: May 12, 2017 at 8:30 AM** (sub-committee to finalize by-laws)

**Next regular meeting: June 2, 2017 at 8:30 AM**

**Future Agenda Items for action & discussion:**

Jay Dampier stated he has a draft copy of updated by-laws complete and will submit it to Corporation Counsel Dawn Klockow for review.

Mary Lou Neubauer gave the committee an update on the Princeton Design Team Community Project which will be taking place on September 15-16, 2017.

**ADJOURNMENT**

*Motion/second (Baranowski/Walsh)* to adjourn at 9:20 AM. Motion carried.

Submitted by

Liz Otto, Secretary

**ECONOMIC DEVELOPMENT CORPORATION**  
**Subcommittee**  
**May 12, 2017**

The meeting of the Green Lake County Economic Development Corporation Subcommittee was called to order at 8:30 AM on Friday, May 12, 2017, Green Lake County Government Center, Conference Room, 571 County Road A, Green Lake, WI. The requirements of the open meeting laws were certified as being met. The Pledge of Allegiance was recited.

Present:           Liz Otto, County Clerk                                 Scott Sommers  
                  Liane Walsh   Phil Baranowski  
                  Marge Bostelmann                                     Jay Dampier

Also present: Harley Reabe

**APPROVAL OF AGENDA**

*Motion/second (Baranowski/Bostelmann)* to approve the agenda. All ayes. Motion carried.

**COMMITTEE DISCUSSION**

- EDC Bylaws and Articles of Incorporation Update

UWEX Community Resource Agent Jay Dampier outlined the progress to this point. A draft of the proposed amended bylaws was presented to the committee. Corporation Counsel Dawn Klockow has looked over the document and inserted some additional modifications. Discussion held with final changes made. Dampier will amend the document as recommended and submit to Klockow for approval. A resolution will be drafted and submitted for committee approval at the June 2, 2017 EDC meeting.

**Future Meeting Dates:** TBD

**Next regular meeting:** June 2, 2017 at 8:30 AM

**Future Agenda Items for action & discussion:**

**ADJOURNMENT**

*Motion/second (Baranowski/Reabe)* to adjourn at 9:20 AM. Motion carried.

Submitted by

Liz Otto, Secretary

**RESOLUTION TO AMEND THE CORPORATE BY-LAWS  
OF THE ECONOMIC DEVELOPMENT CORPORATION**

June 15, 2017

The Board of Directors and Members of the Economic Development Corporation, Green Lake, Wisconsin, duly assembled at their meeting on the 15<sup>th</sup> day of June 2017, does resolve as follows:

**WHEREAS**, a recommendation by the Board of Directors of the Economic Development Corporation was made to amend the By-laws, in accordance with Article VI, Section 5-Amendments; and,

**WHEREAS**, the recommended changes to the By-laws must be approved at a meeting of the Board of Directors and final approval of the changes to the By-laws must be approved by the Green Lake County Finance Committee,

**NOW THEREFORE BE IT RESOLVED**, that:

The amended Bylaws of the Economic Development Corporation, Green Lake, Wisconsin, which are attached hereto are adopted.

Passed & Adopted/Rejected this 15th  
day of June, 2017

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Scott Sommers  
Corporation President

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Elizabeth Otto  
Attest: Secretary/Treasurer

Approved by Green Lake County Finance  
Committee on this 28<sup>th</sup> day of June 2017

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Harley Reabe, Finance Committee Chair

# **ARTICLES OF INCORPORATION**

**ARTICLES OF INCORPORATION GREEN LAKE COUNTY ECONOMIC  
DEVELOPMENT CORPORATION**

**ARTICLE I – NAME**

The name of the corporation shall be Green Lake County Economic Development Corporation.

**ARTICLE II – PERIOD OF EXISTENCE**

The period of existence shall be perpetual.

**ARTICLE III – PURPOSES**

The purpose of this corporation shall be:

- a. To promote industrial and other economic development in Green Lake County, Wisconsin;
- b. To preserve and enhance the tax base of Green Lake County;
- c. To promote, attract, stimulate, rehabilitate and revitalize commerce, industry and manufacturing in Green Lake County, Wisconsin;
- d. To stimulate the flow of private investment funds from banks, investment houses, insurers and other financial institutions to Green Lake County, Wisconsin;
- e. To promote the right to gainful employment, business opportunities, and general welfare of the inhabitants of Green Lake County, Wisconsin, and to preserve and enhance the tax base in Green Lake County and the municipalities contained therein;
- f. To develop the natural resources of Green Lake County, Wisconsin;
- g. To foster and expand existing industries and commercial enterprises in Green Lake County, Wisconsin;
- h. To establish a civic and economic climate that will encourage and attract new industries;
- i. To do all things necessary to actively and aggressively participate in matters pertaining to the social, economic and industrial welfare of Green Lake County, Wisconsin;

- j. To engage in any lawful act or activity which may be necessary or appropriate for carrying out and accomplishing any of the foregoing objects or purposes.

#### **ARTICLE IV – STATUS OF CORPORATION**

This corporation is a non-stock, not-for-profit corporation and no dividends, liquidating dividends or distributions shall be declared or paid to any private individual or officer or director of the corporation. No part of the net earnings or net income of the corporation shall ever be distributed to any officer, director or private individual, provided however, reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its purpose.

#### **ARTICLE V – MEMBERS**

The corporation may have one or more classes of members. Qualifications, rights and methods of election and acceptance of members of each class shall be as provided from time to time in the Bylaws of the corporation.

#### **ARTICLE VI – DIRECTORS**

Section 1: The number of directors shall be such number not less than three as shall be fixed from time to time in the Bylaws.

Section 2: The manner of election or appointment of directors shall be as provided from time to time by the Bylaws.

Section 3: The number of directors constituting the initial board of directors shall be seven (7). The names and addresses of the initial directors are:

James E. Schommer, 491 Sacramento St., Berlin WI 54923

Philip Baranowski, PO Box 475, Green Lake WI 54941

Charles McDowell, Rt 2, Box 812, Bugh's Lake Rd, Wautoma WI 54982

Laurence W. Trotter, II, 678 River Bend Lane, Princeton WI 54968

Colon Wallace, 428 River Drive, Berlin WI 54923

David F. Zanto, 890 W. John St., Markesan WI 53946

William J. Zuhlke, 241 N. Bridge St., Markesan Wi 53946

Section 4: Initially, directors Baranowski, McDowell and Trotter shall serve a one (1) year term, and directors Wallace, Zanto and Zuhlke shall serve a two (2) year term. After the initial terms, all directors shall serve two (2) year terms, with these terms beginning on May 1 of the

year in which appointed. The director representing the Green Lake County Board of Supervisors shall serve from the April organizational meeting of that body for a two (2) year term.

**ARTICLE VII – OFFICERS**

The officers of the corporation shall consist of the president, one or more vice presidents, secretary/treasurer; and such other officers as may be elected or appointed as provided in the Bylaws of the corporation.

**ARTICLE VIII – INDEMNIFICATION OF DIRECTORS, OFFICERS, AGENTS, EMPLOYEES**

The Bylaws shall provide for indemnification of directors, officers, students and employees of the corporation in a manner not inconsistent with the laws of the State of Wisconsin.

**ARTICLE IX – PRINCIPAL OFFICE AND REGISTERED AGENT**

The address of the principal office of the corporation is Office of the County Clerk, Courthouse, 492 Hill Street, Green Lake, Wisconsin 54941-3188, and the name of the registered agent at such address is Raymond F. Stoll.

**ARTICLE X – NAME AND ADDRESS OF INCORPORATOR**

Raymond F. Stoll, County Clerk, Courthouse, 492 Hill Street, Green Lake, Wisconsin 54941-3188.

**ARTICLE XI – AMENDMENTS**

These articles may be amended from time to time as provided by law.

**ARTICLE XII – BYLAWS**

The Bylaws of this corporation and all subsequent amendments thereto shall be approved by the Strategic Planning and Economic Development Committee of the Green Lake County Board of Supervisors.

Executed in triplicate this 21<sup>st</sup> day of March, 1990.

/s/ Raymond F. Stoll\_\_\_\_(SEAL)  
Raymond F. Stoll

Subscribed and sworn to before me  
on this 21<sup>st</sup> day of March, 1990.

/s/ Julie Ann Sobraliski \_\_\_\_\_  
Julie Ann Sobraliski, Notary Public  
Green Lake County, State of Wisconsin  
My commission expires March 28, 1993.

(SEAL)

This document was drafted by and should be returned to:

Raymond F. Stoll, County Clerk  
Courthouse, 492 Hill Street  
Green Lake, Wisconsin 54941-3188

# BYLAWS

**BYLAWS OF GREEN LAKE COUNTY ECONOMIC DEVELOPMENT  
CORPORATION PREAMBLE**

The purposes of this corporation shall be:

- a. To promote industrial and other economic development in Green Lake County, Wisconsin;
- b. To preserve and enhance the tax base of Green Lake County;
- c. To promote, attract, stimulate, rehabilitate and revitalize commerce, industry and manufacturing in Green Lake County;
- d. To stimulate the flow of private investment funds from banks, investment houses, insurers and other financial institutions into Green Lake County;
- e. To promote the right to gainful employment, business opportunities and general welfare of the inhabitants of Green Lake County, and to preserve and enhance the tax base of Green Lake County and the municipalities contained therein;
- f. To promote the use of the natural resources of Green Lake County in a sustainable manner;
- g. To foster and expand existing industries and commercial enterprises in Green Lake County;
- h. To establish a civic and economic climate that will encourage and attract new industries;
- i. To do all things necessary to actively and aggressively participate in matters pertaining to the social, economic and industrial welfare of Green Lake County;
- j. To engage in any lawful act or activity which may be necessary or appropriate for carrying out and accomplishing any of the foregoing objects or purposes;
- k. To collaborate with neighboring counties through the Tri-county Economic Development Corporation (TREDC);
- l. Promote TREDC to County Board, communities, and businesses.

**ARTICLE I – ORGANIZATION**

**Section 1 – Board of Directors:**

The Board of Directors of the Green Lake County Economic Development Corporation (GLECDC) shall consist of up to nine members who shall be appointed by the Chairman of the County Board of Green Lake County, with the consent of the County Board. The County Clerk of Green Lake County shall be an ex officio member, and shall have voting privileges. No more than one active member of the County Board of Supervisors shall be appointed, with the balance of the appointed membership representing various aspects of business, industry and education throughout the County.

## **ARTICLE II – DUTIES**

### **Section 1 – Board of Directors**

- a. It shall be the duty of the Board of Directors to set policy; to run a financially sound organization; to represent the communities in Green Lake County; to carry out the mandates set forth in the preamble to these Bylaws; and to manage the property, affairs, and business of the GLCEDC.
- b. The Board of Directors shall act as a committee as a whole and no fees shall be paid to the directors from the Corporation.
- c. The Board of Directors shall annually, at the regular meeting of said Board held for the purpose of electing officers for the new year immediately after the annual meeting of the members, choose from among the directors a president, vice-president and such other corporate officers as the corporate articles and Bylaws may require. Such officers shall hold office for a three year staggered terms or until their successors are elected and qualified. The County Clerk shall serve as secretary/treasurer of the corporation.
- d. Vacancies occurring on the Board of Directors between annual meetings shall be filled by the Chairman of the Green Lake County Board of Supervisors, with the consent of the County Board. All directors shall have equal rights and responsibilities, and each director shall have one vote.
- e. Any director may be removed from office by an affirmative vote of a majority of the members or a majority of the directors if, in the opinion of such majority of the members or directors, there is not adequate participation in the affairs of the GLCEDC by the director in question, or if, in the opinion of such majority of the members or directors, other cause exists for removal.
- f. The Board of Directors shall appoint representatives from its membership to TREDC, and other organizations that relate to economic development in Green Lake County.
- g. The Board of Directors shall cause an annual written report of the activities of the corporation to be prepared and submitted to the Green Lake County Board of Supervisors prior to the February meeting of said Board of Supervisors following the year of the report.

## **Section 2 – President:**

The president shall make committee appointments with Board of Directors approval. The president shall preside at all of the meetings of the members, of the Board of Directors, and the Executive Committee. The president shall be the chief executive officer of the corporation and shall see that all orders and resolutions of the Board of Directors and Executive Committee are carried into effect. The president shall execute all deeds, leases, conveyances, contracts and agreements authorized by the Board of Directors. The president shall submit a complete and detailed report of the corporation for the fiscal year and of its financial condition to the Board of Directors at its first regular meeting of each year and to the members at their annual meeting, and shall, from time to time, report to the Board of Directors and Executive Committee all matters within his/her knowledge which interests of the corporation may require to be brought to its notice. The president shall perform such additional duties as may be prescribed from time to time by the Board of Directors, or as may be prescribed from time to time by these Bylaws.

## **Section 3 – Vice President:**

The vice president shall perform the duties of the president during any absence or disability of the president. In the event of the death or resignation of the president, the vice president shall assume that office.

## **Section 4 – Secretary/Treasurer:**

- a. The secretary shall countersign all deeds, leases or conveyances executed by the corporation, and shall keep a correct and complete record of all the proceedings of the corporation, including such as relate to the election of officers, minutes of the meetings of members and directors. The secretary shall also keep a book containing the names of all members since its organization, showing places of residence, and shall safely and systematically keep all books, records and papers belonging to the corporation, or in any way pertaining to the business thereof. The secretary shall attend to the giving and serving of all notices of the corporation whereby meetings of the Board of Directors or members are assembled. The secretary shall in general perform all of the duties which are incident to the office of secretary of a corporation, subject to the Board of Directors. The secretary shall perform such additional duties as may be prescribed from time to time by the Board of Directors or these Bylaws.
- b. The treasurer shall keep and account for all monies, credits and property of the corporation which shall come into his/her hands, and keep an accurate account of all money received and disbursed. The treasurer shall make such statements as are required to be made by the laws of the State of Wisconsin. The treasurer shall have the custody of all funds and securities of the corporation. Whenever necessary and proper, the treasurer shall endorse on behalf of the

corporation all checks, notes or other obligations and evidences of payment of money payable to the corporation or coming into his/her possession, and shall deposit the funds arising therefrom, together with all other funds of the corporation coming into his/her possession in the name and to the account of the corporation with the Treasurer of Green Lake County, to be placed in such financial institutions or other depositories as directed by the Green Lake County Board of Supervisors. The treasurer and the president shall sign all checks and other instruments drawn on or payable out of the funds of the corporation, and all bills, notes or other evidences of the indebtedness of the corporation not requiring the seal of the corporation. Whenever required by the Board of Directors, he/she shall exhibit a true and complete statement of his/her cash account and of the securities and other funds in his/her possession, custody and control. The treasurer shall provide a financial report at every meeting of the Board of Directors. The treasurer shall at all reasonable times within business hours exhibit his/her books and accounts to any director. The treasurer shall in general perform all the duties which are incident to the office of treasurer of a corporation subject to the Board of Directors. The treasurer shall give bond in such sum and with such surety as the Board of Directors may direct for the faithful performance of his/her duties and for the safe custody of the funds and property coming within his/her possession. The treasurer shall aid and assist the Finance Committee in the preparation of the annual budget of the corporation. The treasurer shall perform such additional duties as may from time to time be prescribed by the Board of Directors or by these Bylaws.

### **ARTICLE III – MEETINGS**

#### **Section 1 – Annual Membership Meeting**

- a. The annual meeting of the directors of the corporation shall be held annually in the fall, and at such place in the State of Wisconsin as may be designated in the notice of the meeting by the Board of Directors.
- b. At the spring meeting of the GLCEDC following the April elections, the directors of the corporation shall elect officers for any open positions.
- c. Special meetings of the directors of the corporation may be called at any time by the president and shall be called by the secretary/treasurer on the written request of any three directors, and shall be held in the State of Wisconsin, at such time and place as the president, or secretary/treasurer, shall designate.
- d. Notice stating the place, date and hour of all meetings, and in case of a special meeting the purpose of purposes for which the meeting is called, shall be given by the secretary/treasurer to each director of the corporation either by United States Postal Service, or by email not less

than ten days before the date appointed for such meeting, addressed to each such representative at his/her address as it appears in the books of the corporation.

- e. The presence of a majority of the directors in person at any meeting shall constitute a quorum. Each representative shall be entitled to one vote with respect to matters which shall properly come before meetings of the members. A representative only may vote in person.

### **Section 1 – Board Meetings:**

- a. Notice of all meetings of the Board of Directors shall be publicly held in places reasonably accessible to members of the public and shall be open to all citizens at all times unless otherwise expressly provided by law in accordance with Wis. Stat. § 19.81et al.
- b. Regular meetings of the Board of Directors shall be held at such time and place as the Board of Directors may designate. Special meetings of the Board of Directors may be held at any time on the call of the president, and shall be called by the secretary/treasurer on the written request of three directors, and shall be held at such time and place in Wisconsin as shall be designated by the president or secretary/treasurer.
- c. Notice of all meetings of the Board of Directors shall be given to each director and may be given by personal delivery or telephoning such notice to each director at least 24 hours before the time set for such meeting, or by emailing or sending by United States Postal Service in the State of Wisconsin addressed to each director as his/her name may appear in the books of the corporation at least 48 hours before the time fixed for such meeting, provided however, that any director may waive notice of any meeting.
- d. The presence of a majority of the Board of Directors shall constitute a quorum at any regular or special meeting of the Board for the transaction of all and any business of the corporation. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater proportion is required by law. A representative only may vote in person.
- e. At the spring meeting of the GLCEDC following the April elections, the directors of the corporation shall elect officers for any open positions.

### **Section 2 – Committee Meetings:**

Ad hoc committee meetings shall be called by the president or the committee chairman.

## **ARTICLE IV – INDEMNIFICATION**

### **Section 1:**

The corporation shall indemnify any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he/she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonable incurred by him/her in connection with such action, suite or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was lawful.

### **Section 2:**

The corporation shall indemnify any person who is or was a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he/she is or was director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees, actually and reasonable incurred by him/her in connection with the defense or settlement of such action or suit if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite that adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses when such court shall deem proper.

**Section 3:**

To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 or 2, or in the defense of any claim, issue or matter therein, he/she shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him/her in connection therewith.

**Section 4:**

Any indemnification under Section 1 or 2, unless ordered by a court, shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he/she has met the applicable standard or conduct set forth in Section 1 or 2. Such determination shall be made:

- a. By the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suite or proceeding; or
- b. If such a quorum is not obtainable, or even if obtainable a quorum of disinterested directors so direct, by independent legal counsel in a written opinion.

**Section 5:**

Expenses, including attorneys' fees, incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Section 4 upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the corporation as authorized in this section.

**Section 6:**

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of disinterested directors or otherwise, both as to action in another capacity while holding such office, and shall continue as to a person whom has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

## **Section 7:**

The corporation may, upon resolution of its membership duly adopted, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him/her and incurred by him/her in any such capacity or arising out of his/her status as such, whether or not the corporation would have the power to indemnify him/her against such liability under this provision of the corporation's By-laws.

## **ARTICLE V – CONTRACTS, LOANS, CHECKS AND DEPOSITS AND SPECIAL CORPORATE ACTS**

### **Section 1 – Contracts:**

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the corporation, and such authorization may be general or confined to specific interests. In the absence of other designation, all deeds, mortgages and instruments of the assignment of pledge made by the corporation shall be executed in the name of the corporation by the president or vice president and by the secretary/treasurer. The secretary/treasurer, when necessary or required, shall affix the corporate seal thereto and when so executed no other party to such instrument or any third party shall be required to make any inquiry into the authority of the signing officer or officers.

### **Section 2 – Loans:**

No indebtedness for borrowed money shall be contracted on behalf of the corporation and no evidence of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors with a two-thirds majority. Such authorization may be general or confined to specific instances.

### **Section 3 – Grants**

The Board of Directors may authorize any officer or officers, agent or agents, to apply for and accept grant money on behalf of the Corporation.

**Section 4:**

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by or under the authority of a resolution from the Board of Directors.

**Section 5:**

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation with the treasurer of Green Lake County, who shall in turn deposit same in such banks, savings and loan associations, trust companies or other depositories as may be authorized for the deposit of Green Lake County funds by resolution of the Green Lake County Board of Supervisors. Accounting for these funds will be by a subsidiary, trust-type account in the general accounting system for Green Lake County and subject to formal audit during the annual single audit of the County.

**ARTICLE VI – MISCELLANEOUS**

**Section 1 – Resignation:**

A director may resign at any time by filing his/her written resignation or email with the secretary/treasurer.

**Section 2 – Removal and Vacancies:**

A director shall be removed at any time at a regular or special meeting of the Board by the Chair of the County Board of Supervisors of Green Lake County in accordance with Wis. Stat. s. 181.0809(2)(a). Vacancies on the Board of Directors shall be filled by appointment by the Chair of the County Board of Supervisors of Green Lake County for the completion of the uncompleted term.

**Section 3 – Fiscal Year:**

The fiscal year of this corporation shall be from January 1 to December 31 of each calendar year.

**Section 4 – Amendments:**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors by an affirmative vote of not less than a majority of the Board of Directors present at any regular or special meeting of the Board of Directors at which a quorum is present. Any of these actions must be approved by the Green Lake County Finance Committee.

**Section 5 – Conflict of Interest:**

Inasmuch as the Directors of this corporation may be persons of diversified business interests, and are likely to be connected with other corporations with which from time to time this corporation may have business dealings, no contract or other transaction between this corporation and any other corporation shall be affected by the fact that the Directors of this corporation are interested in or are directors or officers of such other corporation. At any meeting of the Board of this corporation, making, authorizing or confirming such transaction or contract, there shall be present a quorum of directors not so interested, and any director individually may be a party to, or may be interested in, any contract or transaction of this corporation, provided that the conflict of interest is known or disclosed to the directors and that such contract be ratified by the affirmative vote of at least four directors not so interested.

# RESOLUTIONS

**RESOLUTION NUMBER 11-90**

Relating to Establishment of Economic Development Corporation

The County Board of Supervisors of Green Lake County, Green Lake, Wisconsin, duly assembled at its regular meeting begun on the 20<sup>th</sup> day of March 1990, does resolve as follows:

**WHEREAS**, it is necessary to establish a non-profit, separate corporation to apply for and administer grants and loans for the purpose of economic development in Green Lake County as well as to manage these funds and other aspects of the programs;

**NOW, THEREFORE BE IT RESOLVED**, that the attached Articles of Incorporation are approved for submission to the Secretary of State’s Office for approval and filing; and,

**BE IT FURTHER RESOLVED**, that this corporation, when approved, shall be under the direct supervision of the Strategic Planning and Economic Development Committee, with its directors appointed by the County Board Chairman with the approval of the County Board.

Roll Call on Resolution No. 11-90: Submitted by Strat Plan/Econ Dev Com

Ayes 15, Nays 3, Absent 2, Abstain 0

Passed and Adopted/~~Rejected~~ this 20<sup>th</sup> day of March, 1990.

/s/ Orrin W. Helmer  
Orrin W. Helmer, Chairman

/s/ Herbert A. Dahlke  
County Board Chairman

/s/ Herbert A. Dahlke  
Herbert A. Dahlke

/s/ Raymond F. Stoll

**ATTEST:** County Clerk  
Approved as to Form:

/s/ James E. Schommer  
James E. Schommer

/s/ John B. Selsing  
Corporation Counsel  
Room No. 230

/s/ Walter Wagner  
Walter Wagner

**RESOLUTION TO AMEND THE CORPORATE BY-LAWS  
OF THE ECONOMIC DEVELOPMENT CORPORATION**

May 5, 1993

The Board of Directors and Members of the Economic Development Corporation, Green Lake, Wisconsin, duly assembled at their annual meeting on the 5<sup>th</sup> Day of May, 1993, does resolve as follows:

**WHEREAS**, a recommendation by the Board of Directors of the Economic Development Corporation was made to amend the By-Laws, **in accordance with ARTICLE VI, Section 5, Amendments**, on April 7, 1993; and

**WHEREAS**, the recommended change in the By-Laws must be approved at the annual meeting,

NOW THEREFORE BE IT RESOLVED, that:

ARTICLE 1 – ORGANIZATION, Section 3 – Committees is deleted.

ARTICLE II – DUTIES, Section 6 – Committee Duties is deleted.

**ARTICLE II – DUTIES, Section 1 – Board of Directors** is amended by adding the following statement to subsection “a”.

The Board of Directors shall act as a committee as a whole and no fees shall be paid to the directors from the Corporation.

In all other respects the Corporation By-Laws remain the same.

Passed and Adopted/~~Rejected~~ this 5<sup>th</sup> day of May, 1993.

/s/ Jerry A Kautzer \_\_\_\_\_  
Corporation President

/s/ Margaret R. Bostelmann  
ATTEST: Secretary/Treasurer

**RESOLUTION TO AMEND THE CORPORATE BY-LAWS OF THE  
ECONOMIC DEVELOPMENT CORPORATION**

May 12, 2003

The Board of Directors and Members of the Economic Development Corporation, Green Lake, Wisconsin, duly assembled at their annual meeting on the 12<sup>th</sup> Day of May, 2003, does resolve as follows:

**WHEREAS**, a recommendation by the Board of Directors of the Economic Development Corporation was made to amend the By-Laws, **in accordance with ARTICLE VI, Section 5, Amendments**, on May 2, 2003; and

**WHEREAS**, the recommended change in the By-Laws must be approved at the annual meeting,

NOW THEREFORE BE IT RESOLVED, that:

**ARTICLE 1 – ORGANIZATION, Section 2 – Board of Directors** is amended to read:  
The Board of Directors shall consist of ~~seven~~ **up to nine** members, ...

**ARTICLE IV – MISCELLANEOUS, Section 5 – Amendments** The last sentence is amended to read: Any of these actions must be approved by the Green Lake County ~~Strategie Planning and Economic Development Committee~~ **Finance Committee**.

In all other respects the Corporation By-Laws remain the same.

Passed and Adopted/~~Rejected~~ this 12<sup>th</sup> day of May, 2003.

/s/ Philip Baranowski \_\_\_\_\_  
Corporation President

/s/ Margaret R. Bostelmann \_\_\_\_\_  
ATTEST: Secretary/Treasurer







**UPDATE FOR EDC MAY 2017**

5 guides mailed out to interested parties in Wisconsin

400 guides sent to Menomonie Welcome Center

44 phone calls

Representatives from GLCVB met on Thursday May 18<sup>th</sup> for their regular Board of Directors meeting.

Facebook & Social Media Review

Facebook Page Likes

Jan – Feb: 1391 (0)

March – April: 1423 (+32)

May: 1466 (+43)

Weekly Page Engaged Users

Jan – Feb: 9-199 (0)

March – April: 24-450 (+15 to +251)

May: 57-181 (+33 to -269)

Notes: I apologize for not being able to attend the June meeting, I will be out of the office on vacation. Our direction for the dollars given to GLCVB from the county in 2017 was placed entirely in a social media management contract to engage and attract visitors. We began working with Treehouse Creative in March of 2017, you can see from the numbers above that we are trending up in both likes and engaged users. We gained 32 new likes from March-April and have gained 43 in the month of May alone.

I have also included information concerning our daily posts and what we have focused on. As you look at the report it will list the date of the post, what it was about, how many people it reached, how many people were engaged in the post, and if we boosted the post with a paid option.

Google analytics for the GLCVB website have been included for year to date for your review as well. Our sessions are up 3% so far in 2017 and our users are up 9%. 89% of visits are from new users and 55% of the users of the page are male. Most of our page visits are coming from a computer at 53%, mobile views accounting for 36% of visits and 11% from tablets.

Finally I have attached our proposed Marketing Plan for 2018, this is what we feel GLCVB needs to continue the initiatives set forth by GLCVB to not only maintain our tourism impact but to experience the growth that is beneficial to everyone.

Kind regards,

Jason Mansmith – Board President GLCVB

Published	Post	Type	Targeting	Reach	Engagement	Promote
05/30/2017 4:09 pm	Who's coming to Princeton, WI? Post your pictures t			138	5%	Boost Post
05/30/2017 1:30 pm	Another successful Chicken Fling in Princeton this			493	6%	Boost Post
05/30/2017 10:54 am	Green Lake Country Visitors Bureau shared Green			155	5%	Boost Post
05/26/2017 1:30 pm	Annual Rubber Chicken Fling offers great FREE fa			1K	4%	Boost Post
05/25/2017 1:30 pm	Welcome back Summer, Welcome back. #GreenLa			469	6%	Boost Post
05/24/2017 1:30 pm	The lake is so peaceful. Where is your favorite pla			544	3%	Boost Post
05/23/2017 1:30 pm	Great day for some antiquing! There is so much hist			889	3%	Boost Post
05/22/2017 3:29 pm	Green Lake - Events			115	2%	Boost Post
05/22/2017 1:30 pm	The Princeton Flea market takes up an entire block			792	2%	Boost Post
05/19/2017 1:30 pm	There are so many beautiful landscapes to explore.			495	3%	Boost Post
05/19/2017 12:39 pm	Our quaint communities offer great food galore.....thi			503	11%	
05/19/2017 11:12 am	Green Lake Country Visitors Bureau's cover photo			605	8%	Boost Post
05/19/2017 9:55 am	We found this taco truck while exploring Berlin! Ther			479	6%	Boost Post
05/18/2017 2:18 pm	There's nothing quite like walking out on the dock af			403	5%	Boost Post
05/17/2017 12:31 pm	White River Marsh Wildlife Area is a 12,000-acre pr			657	3%	Boost Post
05/15/2017 1:13 pm	Great turnout at the Princeton Flea Market this past			504	2%	Boost Post
05/12/2017 1:30 pm	Downtown Princeton reveals cutting-edge boutique			937	6%	Boost Post
05/11/2017 4:05 pm	Green Lake Country Visitors Bureau shared "Scout			126	5%	Boost Post

05/11/2017 1:30 pm	Even just driving down the street in Green Lake Co	273	5%	Boost Post
05/10/2017 1:30 pm	The water is so clear today! Can't wait to get in the	561	5%	Boost Post
05/09/2017 1:30 pm	MUGS, in Ripon, has some tasty breakfasts! They're	1.2K	4%	Boost Post
05/08/2017 1:30 pm	The Princeton Flea market, "Wisconsin's Largest W	425	3%	Boost Post
05/05/2017 1:30 pm	Every town in Green Lake Country has its own speci	395	2%	Boost Post
05/05/2017 8:21 am	Green Lake Country Visitors Bureau shared "Scout	208	8%	Boost Post
05/04/2017 1:30 pm	Wisconsin is such a beautiful place. 🐾🌲🍷 #Green	381	5%	Boost Post
05/03/2017 1:30 pm	Antiquing is great in Green Lake Country because t	408	3%	Boost Post
05/03/2017 9:07 am	Welcome to Green Lake Country! #WISMATH17	109	5%	Boost Post
05/02/2017 1:30 pm	These were spotted just driving down the road in Ri	440	3%	Boost Post
05/01/2017 1:30 pm	The Princeton Flea Market was a huge hit this past	724	4%	Boost Post
04/28/2017 1:30 pm	This little pup is a new member of the Berlin Chamb	459	5%	

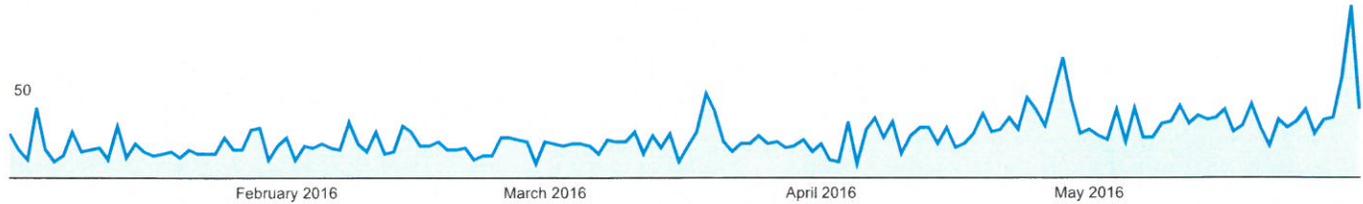
## Audience Overview

Jan 1, 2016 - May 31, 2016

All Users  
100.00% Sessions

### Overview

Sessions  
100



Sessions  
3,181



Users  
2,687



Pageviews  
14,061



Pages / Session  
4.42



Avg. Session Duration  
00:01:55



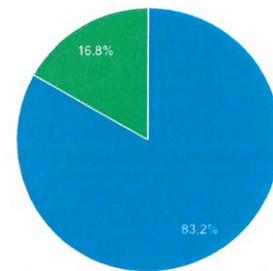
Bounce Rate  
5.88%



% New Sessions  
83.15%



New Visitor Returning Visitor



Language	Sessions	% Sessions
1. en-us	2,874	90.35%
2. (not set)	90	2.83%
3. pt-br	66	2.07%
4. c	41	1.29%
5. ru	12	0.38%
6. en	11	0.35%
7. en-gb	9	0.28%
8. pt-pt	8	0.25%
9. es-es	7	0.22%
10. it-it	7	0.22%

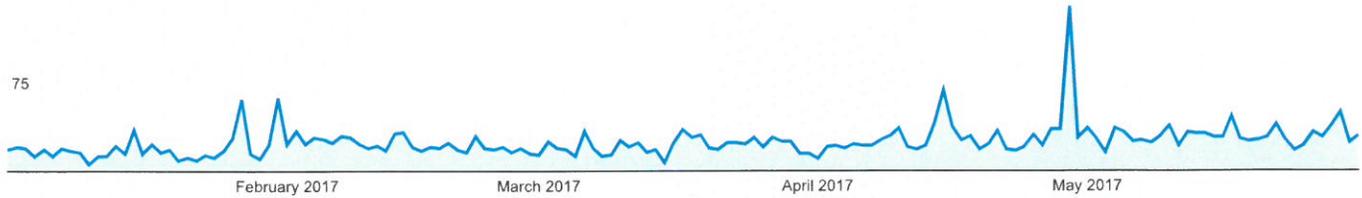
Jan 1, 2017 - May 31, 2017

## Audience Overview

All Users  
100.00% Sessions

### Overview

Sessions  
150  
75



Sessions  
3,291



Users  
2,939



Pageviews  
11,528



Pages / Session  
3.50



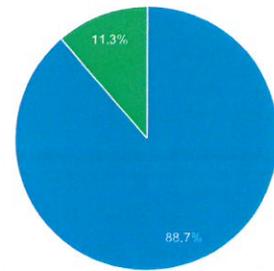
Avg. Session Duration  
00:01:13



Bounce Rate  
3.68%



New Visitor Returning Visitor



% New Sessions  
88.67%



Language	Sessions	% Sessions
1. en-us	3,159	95.99%
2. en-gb	68	2.07%
3. c	16	0.49%
4. (not set)	9	0.27%
5. en-ca	7	0.21%
6. en	3	0.09%
7. zh-cn	3	0.09%
8. es-419	2	0.06%
9. fr	2	0.06%
10. ko	2	0.06%

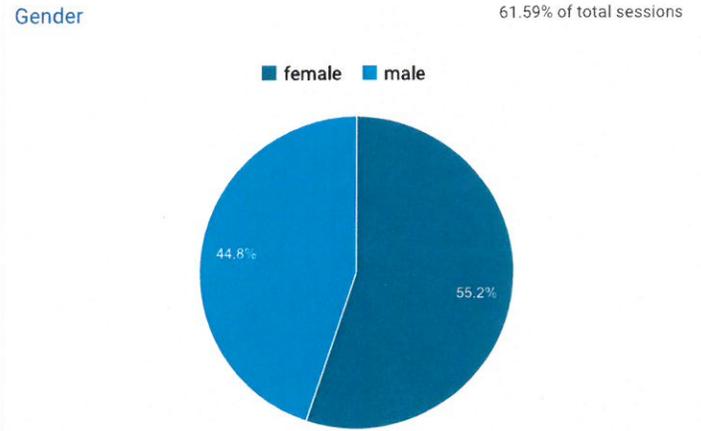
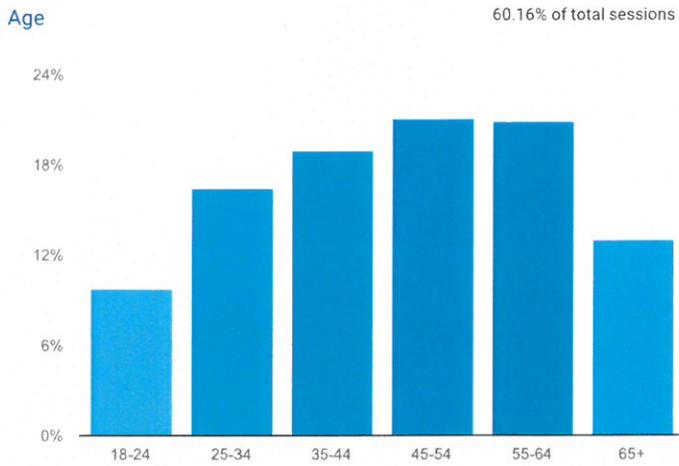
## Demographics: Overview

Jan 1, 2017 - May 31, 2017

Some data in this report may have been removed when a threshold was applied. [Learn more](#)

All Users  
100.00% Sessions

Key Metric:



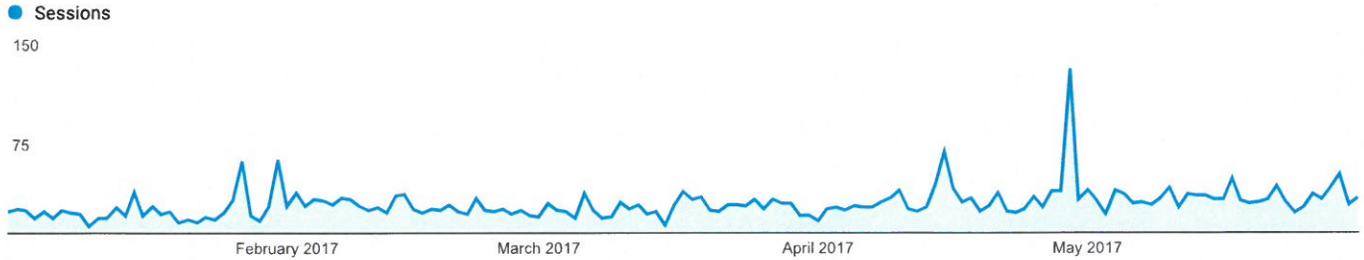
Jan 1, 2017 - May 31, 2017

Overview

All Users  
100.00% Sessions

Explorer

Summary



Device Category	Acquisition			Behavior			Conversions		
	Sessions	% New Sessions	New Users	Bounce Rate	Pages / Session	Avg. Session Duration	Goal Conversion Rate	Goal Completions	Goal Value
	3,291 % of Total: 100.00% (3,291)	88.70% Avg for View: 88.67% (0.03%)	2,919 % of Total: 100.03% (2,918)	3.68% Avg for View: 3.68% (0.00%)	3.50 Avg for View: 3.50 (0.00%)	00:01:13 Avg for View: 00:01:13 (0.00%)	0.00% Avg for View: 0.00% (0.00%)	0 % of Total: 0.00% (0)	\$0.00 % of Total: 0.00% (\$0.00)
1. desktop	<b>1,734</b> (52.69%)	<b>89.68%</b>	<b>1,555</b> (53.27%)	<b>4.27%</b>	<b>3.69</b>	<b>00:01:22</b>	<b>0.00%</b>	<b>0</b> (0.00%)	<b>\$0.00</b> (0.00%)
2. mobile	<b>1,191</b> (36.19%)	<b>88.50%</b>	<b>1,054</b> (36.11%)	<b>3.53%</b>	<b>3.11</b>	<b>00:00:51</b>	<b>0.00%</b>	<b>0</b> (0.00%)	<b>\$0.00</b> (0.00%)
3. tablet	<b>366</b> (11.12%)	<b>84.70%</b>	<b>310</b> (10.62%)	<b>1.37%</b>	<b>3.88</b>	<b>00:01:41</b>	<b>0.00%</b>	<b>0</b> (0.00%)	<b>\$0.00</b> (0.00%)

Rows 1 - 3 of 3



### **2018 Green Lake Country Visitors Bureau Marketing Plan:**

For the fourth consecutive year the Green Lake County area saw significant growth in tourism. Our numbers from the Wisconsin Department of Tourism report that direct visitor spending increased 1.26% to 38.4 million dollars. These dollars generated 5.6 million dollars in State and Local Taxes, along with wages for over 700 jobs in the county. The marketing efforts of the Green Lake Country Visitors Bureau have without a doubt helped increased these numbers. Those marketing opportunities included a Discover Wisconsin episode, Geiger Writers Tour, Circle Wisconsin Tour, increased social media and web presence, and added print and electronic media opportunities. The Green Lake Country Visitors Bureau area continues to be one of the most affordable family friendly destinations in the state of Wisconsin.

The Green Lake Country Visitors Bureau would like to present its 2018 Marketing Proposal which continues to maintain our current expectations in visitor numbers but also broadens our scope in terms of new markets for attracting visitors.

1. We will continue our contract with Treehouse Creative to maintain and create content for our social media platforms. (\$10,000)
2. Interstate 41 Billboard placement with a south facing billboard on I-41 Northbound near Fond du Lac for one year (\$15,000)
3. Enter into contract to update and create a new Discover Wisconsin episode. (\$13,333 for three years)

#### **Total Investment from County for 2018: \$38,333**

We do realize this is a significant increase in funding at the county level but we do feel the increase is warranted given the 3.7 million dollar increase in visitor spending that the county has experienced in the last four years. This equates to roughly 1% of the increased revenues in the last four years that we are seeking or .09% of total visitor spending in 2016.

Full and complete analytics and deliverables will be available for the EDC and the County Board for review.

GLCVB will still continue to operate with each community making an investment to be a part of the organization. Those dollars are utilized for the administration costs, while county dollars are used exclusively for our marketing efforts. Our existence continues to flourish because of the partnerships that exist between the communities involved. Together we are able to offer each other guidance and facilitate dynamic discussions that enrich each of our communities.

If you should have any questions please feel free to reach out to any member of the Green Lake Country Visitors Bureau who are listed. Thank you for your time and consideration.